



State of New Hampshire
Department of State

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William M. Gardner
Secretary of State

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William M. Gardner
Secretary of State

Form 40
RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR PROFIT FOREIGN CORPORATION

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY APPLIES FOR A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the corporation is

POWERHOUSE GAMING, INC.

SECOND: The name which it elects to use in New Hampshire is

POWERHOUSE GAMING, INC.

THIRD: It is incorporated under the laws of **Nevada**

FOURTH: The date of its incorporation is **06/14/2012** and the period of its duration is **Perpetual**

FIFTH: The complete address of its principal office is **2248 Meridian Blvd., Suite H, Minden, NV, 89423, USA**

SIXTH: The name of its registered agent **IN NEW HAMPSHIRE** is **Registered Agents Inc.**

and the physical address of its registered office **IN NEW HAMPSHIRE** is

159 Main Street, Suite 100., Nashua, NH, 03060, USA

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are:

NAICS CODE	NAICS SUB CODE
Manufacturing	All Other Miscellaneous Nonmetallic Mineral Product Manufacturing

Mailing Address - Corporation Division, NH Department of State, 107 North Main Street, Room 204, Concord, NH 03301-4989

Physical Location - State House Annex, 3rd Floor, Room 317, 25 Capitol Street, Concord, NH

Phone: (603)271-3246 | Fax: (603)271-3247 | Email: corporate@sos.nh.gov | Website: sos.nh.gov

State of New Hampshire
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**APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR PROFIT FOREIGN CORPORATION**

Form 40
(Cont.)

POWERHOUSE GAMING, INC.

NINTH: The names and usual business addresses of its current officers and directors are:

OFFICERS:

PRINCIPAL NAME	PRINCIPAL TITLE	BUSINESS ADDRESS
Nathan Freels	President	2248 Meridian Blvd., Suite H, Minden, NV, 89423, USA
Nathan Freels	Secretary	2248 Meridian Blvd., Suite H, Minden, NV, 89423, USA
Nathan Freels	Treasurer	2248 Meridian Blvd., Suite H, Minden, NV, 89423, USA

DIRECTORS:

PRINCIPAL NAME	PRINCIPAL TITLE	BUSINESS ADDRESS
Nathan Freels	Director	2248 Meridian Blvd., Suite H, Minden, NV, 89423, USA

APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR PROFIT FOREIGN CORPORATION

Form 40
(Cont.)

POWERHOUSE GAMING, INC.

CERTIFY:

☒ By checking this box and continuing, each signatory certifies that the information provided herein is true, accurate, and complete to the best of his/her knowledge and belief, and that he/she has authorized the affixing of his/her electronic signature in accordance with the Electronic Signatures in Global and National Commerce Act (e-Sign) and N.H. RSA § 294-E. Further, each signatory understands that his/her electronic signature has full legal effect and enforceability and he/she intends this form, as signed, to be filed with the office of the New Hampshire Secretary of State.

EFFECTIVE DATE:

This statement shall be effective from: 07/01/2015

POWERHOUSE GAMING, INC.

Corporate Name

Nathan Freels

(Signature)

President

(Title)

Date signed: 07/01/2015

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mailing Address - Corporation Division, NH Department of State, 107 North Main Street, Room 204, Concord, NH 03301-4989

Physical Location - State House Annex, 3rd Floor, Room 317, 25 Capitol Street, Concord, NH

Phone: (603)271-3246 | **Fax:** (603)271-3247 | **Email:** corporate@sos.nh.gov | **Website:** sos.nh.gov

Instructions for**Form SRA – Addendum to Business Organization and Registration Forms****Statement of Compliance with New Hampshire Securities Laws**

This form is required for all businesses being formed or registering in the state of New Hampshire. New Hampshire law requires that before your application for business registration is accepted, you must provide a statement that your business has complied with the state's securities law. A security is an ownership interest in a business. For example, a share of stock is a security and so is an interest in a limited liability company or a limited partnership. So, for example, if you and your wife own the sole interests in a limited liability company, those interests are securities. Generally, a business that issues securities in New Hampshire must either register the securities with the New Hampshire Bureau of Securities Regulation or claim a valid exemption. There are several exemptions from the requirement to register securities. The most common exemption is the exemption described in Part II, Item 1.

Please read the following instructions for each part of Form SRA. These instructions will help you to provide accurate responses.

Part I: Please provide the complete business name and address, including number, street, city, state and zip code. The name of the business must exactly match the name that is on the business formation or registration document being submitted with the Form SRA. In addition, please provide the business's telephone number, e-mail address (if any), a contact person's name and the contact person's full address if different from the business address.

Part II: One item in Part II must be checked. Check only **ONE** item in this part.

1. Your business is qualified for the exemption from registration in Item 1 if it meets ALL of the requirements listed in A), B), and C) below:
 - A) The business has 10 or fewer owners. So, for example, if you and your wife are forming a limited liability company and there are no other owners, you meet this requirement for an exemption; AND
 - B) Advertising relating to the sale of ownership interests in your business has not been circulated. Please note that this requirement asks whether you have circulated advertising *related to the offer or sale of ownership interests*. This requirement does not address advertising related to the sale of your products or services. So, for example, if you advertise that you are selling shares of stock in your corporation, then you do not meet this requirement and cannot claim the exemption; AND
 - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of the business. If you do not intend to sell any further ownership interests in your business, then you meet this requirement for an exemption. If you intend to sell more ownership interests in your business and will complete all sales within 60 days, then you meet this requirement. However, if the sale of any ownership interests will occur after 60 days of the formation of the business, you do not meet this requirement and cannot claim the exemption.

If you meet all of these requirements, you may then check off Item 1 and claim this exemption.

2. If you can claim a different registration exemption from the one listed in Item 1 or if you are offering federal covered securities that only require a notice filing in New Hampshire, you should check Item 2.

In addition, you must cite the statute for the exemption which you are claiming or for the type of notice filing you are making

3. If a New Hampshire business or a business formed in a state other than New Hampshire intends to offer ownership interests for sale and is not subject to any exemption from registration, the securities must be registered with the Bureau of Securities Regulation. If this is the case, you should check Item 3. In addition, you should provide us with the date that you registered the securities or that you intend to register the securities.
4. If your business was formed in a state other than New Hampshire and you will not offer or sell ownership interests in New Hampshire, you should check Item 4. Your securities do not need to be registered nor do you need to seek an exemption from registration.

Part III: One item in Part III must be checked. Check only ONE item in this part.

1. If your business was not formed in New Hampshire, then you should check this item.

If your business was formed in New Hampshire, then you should check this item.

Part IV: This is a statement certifying the accuracy of all the information contained in the Form SRA.

Part IV must be signed. If filing electronically, you must check the applicable checkbox and all signatures must be entered electronically or applied manually, scanned, and uploaded. If filing in person or mailing, DO NOT check the checkbox and all signatures must be original. Please note that, if you are filing in person or mailing, we cannot accept photocopied signatures for this filing. Also, please make note of all individuals who must sign this document:

1. ALL of the incorporators of a corporation to be formed; OR
2. ONE executive officer of an existing corporation; OR
3. ALL of the general partners or intended general partners of a limited partnership; OR
4. ONE or MORE authorized members or managers of a limited liability company; OR
5. ONE or MORE authorized partners of a *registered limited liability partnership or foreign registered limited liability partnership*

Form SRA – Addendum to Business Organization and Registration Forms Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: **Powerhouse Gaming, Inc.**
Business Address (include city, state, zip): **2248 Meridian Blvd., Suite H, Minden, NV, 89423, USA**
Telephone Number: **8044046821**
E-mail: **nfreels@powerhousegaming.net**
Contact Person: **Nathan Freels**
Contact Person Address (if different):

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected. [PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ☐ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets **ALL** of the following three requirements:
 - A) This business has 10 or fewer owners; and
 - B) Advertising relating to the sale of ownership interests has not been circulated; and
 - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of this business.
2. ☐ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed
3. ☐ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation
4. ☒ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check ONE of the following items in Part III:

1. ☒ This business is not being formed in New Hampshire.
2. ☐ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

If filing electronically:

☒ By checking this box and continuing, each signatory below certifies that the information provided herein is true, accurate, and complete to the best of his/her knowledge and belief, and that he/she has authorized the affixing of his/her electronic signature in accordance with the Electronic Signatures in Global and National Commerce Act (e-Sign) and N.H. RSA § 294-E. Further, each signatory below understands that his/her electronic signature has full legal effect and enforceability and he/she intends this form, as signed, to be filed with the office of the New Hampshire Secretary of State.

Name : **Nathan Freels**

Signature: **Nathan Freels**

Date signed : **06/29/2015**

Name :

Signature:

Date signed :

Name :

Signature:

Date signed :

Name :

Signature:

Date signed :

Name :

Signature:

Date signed :

Name :

Signature:

Date signed :

Name :

Signature:

Date signed :

Name :

Signature:

Date signed :

Name :

Signature:

Date signed :

If mailing form or filing in person, please affix your original signature above certifying that the information provided in this form is true and accurate to the best of your knowledge and belief.